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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:) Case No. 09-B-29024
)
ARENA FOOTBALL LEAGUE, LLC,) Chapter 11
)
Debtor.) Hon. Susan Pierson Sonderby

NOTICE OF MOTION

To: See Attached Service List

PLEASE TAKE NOTICE that on **Tuesday, March 30, 2010** at **10:00 a.m.**, or as soon thereafter as counsel may be heard, I shall appear before the Honorable Susan Pierson Sonderby, United States Bankruptcy Judge, in Courtroom 642 of the Everett McKinley Dirksen Federal Courthouse, 219 South Dearborn Street, Chicago, Illinois or before any other Bankruptcy Judge sitting in her place, for purposes of presenting the following Motion, a copy of which is attached hereto and served upon you:

**SECOND AND FINAL APPLICATION OF MOGLIA ADVISORS
FOR ALLOWANCE OF REIMBURSEMENT OF EXPENSES
AS FINANCIAL AND OPERATIONAL ADVISOR FOR THE TRUSTEE
(FOR THE PERIOD FROM JANUARY 1, 2010 THROUGH MARCH 8, 2010)**

You may appear at such hearing if you see fit. The hearing may result in a decision or adjournment without further notice to you.

PLEASE TAKE FURTHER NOTICE that the parties wishing to object to the Fee Application must file written objections with the Clerk of the Court and serve such objections on the following: counsel for the Trustee, John Collen, Tressler LLP, 233 S. Wacker Drive, 22nd Floor, Chicago, Illinois 60606, Fax: (312) 627-1717; such filing and service to be made in each case to allow actual receipt of the objection prior to the hearing on the Fee Application.

MOGLIA ADVISORS

/s/ Si-Yong Yi

John Collen
Si-Yong Yi
Tressler LLP
233 S. Wacker Drive, 22nd Floor
Chicago, Illinois 60606
Tel: (312) 627-4000 / Fax: (312) 627-1717
E-mail: jcollen@tresslerllp.com; syi@tresslerllp.com
Counsel For The Trustee

CERTIFICATE OF SERVICE

I, Si-Yong Yi, an attorney, state that on March 9, 2010 pursuant to Local Rule 9013-3(D), that I caused the above-referenced Notice of Motion and Motion to be filed and served on all parties identified as Registrants on the service list below through the Court's Electronic Notice for Registrants and, as to all other parties on the service list below, via electronic mail, facsimile or First Class U.S. Mail to the address(es) as indicated on the attached service list.

/s/ Si-Yong Yi

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SERVICE LIST

In re: Arena Football League, LLC, Case No. 09-B-29024

Registrants in the Case:
(Service Through ECF)

<u>Counsel For Trustee</u> John Collen Si-Yong Yi Tressler LLP 233 S. Wacker Drive, 22nd Floor Chicago, IL 60606 Tel: (312) 627-4000 Fax: (312) 627-1717 E-mail: jcollen@tresslerllp.com syi@tresslerllp.com	
<u>Counsel For Arena Football League, LLC</u> William J. Factor The Law Office of William J. Factor, Ltd. 1363 Shermer Road, Suite 224 Northbrook, IL 60062 Tel: (847) 239-7248 Fax: (847) 574-8233 E-mail: wfactor@wfactorlaw.com Sara E. Lorber The Law Office of William J. Factor, Ltd. 105 W. Madison, Suite 400 Chicago, IL 60602 Tel: (312) 502-5807 Fax: (312) 502-5807 E-mail: slorber@wfactorlaw.com Jessica Tovrov Tovrov Law Offices 105 West Madison Street, Suite 400 Chicago, IL 60602 Tel: (312) 252-7362 Fax: (312) 264-2535 E-mail: jessica@tovrovlaw.com	<u>Counsel For Fifth Third Bank</u> J. Mark Fisher Jason M. Torf Schiff Hardin & Waite 233 S. Wacker Dr., Suite 6600 Chicago, IL 60606 Tel: (312) 258-5500 Fax: (312) 258-5700 E-mail: mfisher@schiffhardin.com jtorf@schiffhardin.com

<p><u>Counsel For Steve Woltmann</u> Frank J. Kokoszka Kokoszka & Janczur, P.C. 140 S Dearborn, Suite 1610 Chicago, IL 60603 Tel: (312) 443-9600 Fax: (312) 443-5704 E-mail: fkokoszka@k-jlaw.com</p>	<p><u>Counsel For Gridiron Enterprises, Inc., Johnson & Bell, Ltd., Sheraton New Orleans Hotel and Members of The Unsecured Creditors Committee</u> Richard S. Lauter Freeborn & Peters LLP 311 S. Wacker Drive, Suite 3000 Chicago, IL 60606 Tel: (312) 360-6641 Fax: (312) 360-6570 E-mail: rlauter@freebornpeters.com</p>
<p><u>Counsel For PR II Presidents Plaza JV, LLC</u> Patrick C. Maxcy Stephanie L. Wowchuk Sonnenschein, Nath & Rosenthal 233 S. Wacker Drive, Suite 8000 Chicago, IL 60606 Tel: (312) 876-2810 Fax: (312) 876-7934 E-mail: pmaxcy@sonnenschein.com</p>	<p><u>Counsel For Gridiron Enterprises, Inc.</u> Pia N. Thompson Kovitz Shifrin Nesbit 750 W. Lake Cook Rd., Suite 350 Buffalo Grove, IL 60089 Tel: (847) 777-7258 Fax: (847) 537-0550 E-mail: pthompson@ksnlaw.com</p>
<p><u>Counsel For DP Fox Football Holdings, LLC d/b/a Grand Rapids Rampage and Acquisition Holdings, LLC</u> Peter A. Clark Jennifer A. Kimball Barnes & Thornburg LLP One North Wacker Drive, Suite 4400 Chicago, IL 60606 Tel: (312) 357-1313 Fax: (312) 759-5646 Email: pclark@btlaw.com jkimball@btlaw.com</p>	<p><u>Counsel For Proskauer Rose LLP</u> Grayson T. Walter Proskauer Rose LLP Three First National Plaza 70 West Madison, Suite 3800 Chicago, IL 60602 Tel: (312) 926-3550 Fax: (312) 962-3551 Email: gwalter@proskauer.com</p>
	<p><u>Counsel For United States Trustee</u> Stephen G. Wolfe Office of the U.S. Trustee 219 S. Dearborn, Room 873 Chicago, IL 60604 Tel: (312) 886-7480 E-mail: USTPRegion11.ES.ECF@usdoj.gov</p>

Additional Parties

(Service by Electronic Mail)

<p>Laura Bandini National Labor Relations Board Special Litigation Branch 1099 14th Street, NW Washington, DC 20570 Tel: (202) 273-3784 Fax: (202) 273-1799 E-mail: Laura.Bandini@nrlrb.gov</p>	<p>Michael C. Arnold, Esq. Attorney for AFOA 1125 Grand Blvd., Suite 1600 Kansas City, MO 64106 Tel: (816) 421-5788 Fax: (816) 471-5574 E-mail: mcarnold@anwjj.com</p>
<p>Arena Football League Players' Assoc. Todd Flanagan 1133 20th Street, NW, Suite 700 Washington, DC 20036 Tel: (202) 756-9130 Todd.flanagan@nflplayers.com</p>	
<p>Paul Engelberts, President Arena Football Officials Assoc. 3124 Ferris Avenue Royal Oak, MI 48073 Fax: (248) 588-0105 pmberts@att.net</p>	

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

IN RE:)	
)	Chapter 11
INDOOR FOOTBALL ESTATE, LLC)	
(f/k/a ARENA FOOTBALL LEAGUE, LLC),)	Case No. 09-B-29024
)	
DEBTOR.)	Honorable Susan Pierson Sonderby

**COVER SHEET FOR SECOND AND FINAL APPLICATION OF MOGLIA ADVISORS
FOR ALLOWANCE OF REIMBURSEMENT OF EXPENSES
AS FINANCIAL AND OPERATIONAL ADVISOR FOR THE TRUSTEE
(FOR THE PERIOD FROM JANUARY 1, 2010 THROUGH MARCH 8, 2010)**

Name of Applicant:	Moglia Advisors
Authorized to Provide Professional Services to:	Alex D. Moglia as the Chapter 11 Trustee to Debtor, Indoor Football Estate, LLC (f/k/a Arena Football League, LLC)
Date of Order Authorizing Employment:	October 27, 2009 (employment authorized retroactively effective from October 14, 2009)
Period for Which Compensation is Sought:	January 1, 2010 through March 8, 2010
Amount of Fees Sought:	\$0.00
Amount of Expense Reimbursement Sought:	\$726.59

This is a(n) _____ **interim** _____ **X** **final application.**

Date Filed	Period Covered	Total Requested (Fees)	Total Requested (Expenses)	Total Allowed
3/9/10	1/1/10 – 3/8/10	\$0.00	\$726.59	Pending

Pursuant to the Court order dated March 2, 2010, the aggregate amount paid to the Applicant to date of services rendered and expenses incurred herein is \$230,000.00 in compensation and \$1,381.60 in reimbursement of expenses.

Dated: March 9, 2010

Applicant: MOGLIA ADVISORS

By: /s/ Alex D. Moglia
Alex D. Moglia

Alex D. Moglia
MOGLIA ADVISORS
1325 Remington Road
Suite H
Schaumburg IL 60173
(847) 884-8282

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

IN RE:)	
)	Chapter 11
INDOOR FOOTBALL ESTATE, LLC)	
(f/k/a ARENA FOOTBALL LEAGUE, LLC),)	Case No. 09-B-29024
)	
DEBTOR.)	Honorable Susan Pierson Sonderby

**SECOND AND FINAL APPLICATION OF MOGLIA ADVISORS FOR
ALLOWANCE OF REIMBURSEMENT OF EXPENSES
AS FINANCIAL AND OPERATIONAL ADVISOR FOR THE TRUSTEE**

Alex D. Moglia, not individually, but as principal of Moglia Advisors, respectfully submits this Second and Final Application of Moglia Advisors, duly retained as financial and operational advisor to the Chapter 11 Trustee, Alex D. Moglia (the “Trustee”), for Allowance of Reimbursement of Expenses (the “Fee Application”), seeking an award of reimbursement of ordinary and necessary expenses for professional services rendered to the Trustee from January 1, 2010 through March 8, 2010, and in support hereof, Alex D. Moglia respectfully states as follows:

**I.
SUMMARY**

1. On March 2, 2010, the Court granted Moglia Advisors’ first interim application for compensation of fees and reimbursement of expenses in the amount of \$230,000.00 for compensation of fees and \$1,381.60 in reimbursement of expenses. From January 1, 2010 through March 8, 2010, Moglia Advisors incurred an additional \$726.59 in expenses. Moglia Advisors seeks actual disbursement for reimbursement of expenses in the amount of \$726.59 from Fifth Third Bank’s carve-out, \$15,000.00 being the entire amount of carve-out set aside for

reimbursement of expenses to Moglia Advisors and \$1,411.94 remaining in the carve-out after the previously authorized amount of \$1,381.60 was paid.

II. JURISDICTION AND VENUE

2. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334 and 157(a). This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue for this matter and this Fee Application is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

III. BACKGROUND

3. Moglia Advisors hereby adopts and incorporates by reference its First Interim Application for Allowance of Compensation and Reimbursement of Expenses filed on February 10, 2010 (“Moglia Advisors’ First Fee Application”).

4. Fifth Third Bank (the “Lender” or “Bank”) agreed to apply the cash from the carve-outs from its collateral for payment of allowed fees and expenses of certain professionals, including the fees and expenses of Moglia Advisors. The carve-out amount for compensation for Moglia Advisors is \$230,000.00 and for its expenses is \$15,000.00. In this Fee Application, Moglia Advisors is seeking reimbursement of expenses in the amount of \$726.59. Currently, there is \$1,411.94 remaining in the carve-out for Moglia Advisors’ expenses, after the advertising costs paid by the estate in the amount of \$12,206.46 and the previously allowed reimbursement in the amount of \$1,381.60 are taken into account. See Exhibit A, which shows Moglia Advisors’ advertising expenses in the amount of \$12,206.46 paid by the estate.

IV. REIMBURSEMENT OF EXPENSES REQUESTED

5. In connection with providing its services to the Trustee, during the Fee Application period, Moglia Advisors incurred actual and necessary expenses of \$726.59. In

support hereof, Moglia Advisors attaches, as **Exhibit B**, a statement of the expenses incurred by Moglia Advisors. A summary of the expenses incurred is as follows:

Expense Item	Cost
Overnight Delivery Service	\$467.73
Lien search related to Arena Football Personnel	\$249.00
Telephone – Long Distance calls	\$5.86
Mileage	\$4.00
Total	\$726.59

6. Moglia Advisors represents that the expenses actually incurred by it, in connection with its services to the Trustee, were reasonable and necessary.

7. All services performed for which expenses were incurred were required and necessary for the proper representation of the Trustee, were actually incurred by Moglia Advisors as authorized by the Court, and were incurred for, and on behalf of, and at the direction of, the Trustee, and not for the benefit of any other person or entity.

8. No agreement exists between Moglia Advisors and any other person for the sharing of compensation for fees and expenses received by Moglia Advisors in this case, except as allowed by the exception set forth in Code § 504 and Rule 2016 with respect to sharing of compensation among Moglia Advisors members. No promises concerning such compensation have been made to Moglia Advisors by any person, firm or entity. The sole and exclusive source of compensation for the fees and expenses, to the extent allowed by the Court, shall be funds of the Debtor's estate.

9. Therefore, Moglia Advisors requests that it be reimbursed for expenses in the amount of \$726.59, incurred by and in connection with the performance of its duties as the

Financial and Operational Advisor to the Trustee, all for the period from January 1, 2010 through March 8, 2010.

**V.
PRIOR APPLICATION**

10. This is the Second and Final Application for Compensation and Reimbursement of Expenses filed by Moglia Advisors. On March 2, 2010, this Court authorized payment to Moglia Advisors for compensation in the amount of \$230,000.00, and for reimbursement of expenses in the amount of \$1,381.60, which left \$1,411.94 in the Bank's carve-out set aside for the reimbursement of expenses to Moglia Advisors.

**VI.
NOTICE**

11. Notice of hearing on this Fee Application has been provided electronically or via facsimile to: (a) the Office of the United States Trustee; (b) counsel to the Official Committee of Unsecured Creditors pursuant to Rule 2002(i) of Federal Rules of Bankruptcy Procedure; and (c) any and all parties that have appeared in the cases or otherwise requested notice of pleadings. Moglia Advisors submits that under the circumstances no further notice of this Fee Application is necessary.

**VII.
PRAYER FOR RELIEF**

For all the foregoing reasons, the Applicant respectfully requests the entry of an order substantially in the form of the proposed order attached hereto, granting the relief requested herein:

- (a) Allowing Moglia Advisors' Second and Final Application for Reimbursement of Expenses in the amount of \$726.59;
- (b) Authorizing the Trustee to pay such allowances from funds carved out of Fifth Third's collateral and held in the estate;

- (c) Authorizing notice to the Creditors Committee in lieu of notice to all creditors under Rule 2002(i); and
- (d) Granting such other and further relief as the Court deems just under the circumstances.

Dated this 9th Day of March, 2010

Respectfully submitted,

Applicant: MOGLIA ADVISORS

By: /s/ Alex D. Moglia
Alex D. Moglia

Alex D. Moglia
MOGLIA ADVISORS
1325 Remington Road
Suite H
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